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Attorneys for Defendant
Leap Wireless International, Inc.

UNITED STATES DISTRICT COURT

SOUTHERN DISTRICT OF CALIFORNIA

HCL PARTNERS LIMITED PARTNERSHIP, on behalf of itself and all others similarly situated,

Plaintiff,

v.

LEAP WIRELESS INTERNATIONAL, INC., S. DOUGLAS HUTCHESON, AMIN I. KHALIFA, GRANT A. BURTON, MICHAEL B. TARGOFF, JOHN D. HARKEY, ROBERT V. LaPENTA, and PRICEWATERHOUSECOOPERS, LLP,

Defendants.

KENT CHARMICHAEL, Individually and on behalf of all others similarly situated,

Plaintiff,

v.

LEAP WIRELESS INTERNATIONAL, INC., *et al.*,

Defendants.

LEAD CASE NO. 07-CV-2245 (BTM) (NLS)
Consolidated with Case No. 08-CV-0128 (BTM) (NLS)

CLASS ACTION

DECLARATION OF WENDY P. HARPER IN SUPPORT OF DEFENDANT LEAP WIRELESS INTERNATIONAL, INC.'S MOTION TO DISMISS THE CONSOLIDATED CLASS ACTION COMPLAINT

Hearing Date: November 21, 2008
Hearing Time: 11:00 a.m.
Courtroom: 15

The Honorable Barry Ted Moskowitz, United States District Court Judge

No Oral Argument Unless Requested By Court

I, Wendy P. Harper, declare and state as follows:

1. I am an attorney at Latham & Watkins LLP, counsel for Defendant Leap Wireless International, Inc. ("Leap"). I have personal knowledge of the facts set forth herein and could and would testify competently thereto if called upon to do so.

2. Attached to the Request for Judicial Notice in Support of Leap's Motion to Dismiss the Consolidated Class Action Complaint ("the Request") as Exhibit "A" is a true and correct copy of excerpts from Leap's Form 8-K, filed with the Securities and Exchange Commission ("SEC") on November 13, 2007, including Leap's November 9, 2007 press release attached therein.

3. Attached to the Request as Exhibit "B" is a true and correct copy of excerpts from Leap's Form 10-K/A for the fiscal year ended December 31, 2006, filed with the SEC on December 26, 2007.

4. Attached to the Request as Exhibit "C" is a true and correct copy of excerpts from Leap's Form 10-Q/A for the period ending June 30, 2007, filed with the SEC on December 26, 2007.

5. Attached to the Request as Exhibit "D" is a true and correct copy of excerpts from Leap's Form 10-Q/A for the period ending March 31, 2007, filed with the SEC on December 26, 2007.

6. Attached to the Request as Exhibit "E" is a true and correct copy of excerpts from Leap's Form 10-K for the fiscal year ended December 31, 2007, filed with the SEC on February 29, 2008.

7. Attached to the Request as Exhibit "F" is a true and correct copy of excerpts from Leap's Form 10-K for the fiscal year ended December 31, 2006, filed with the SEC on March 1, 2007.

8. Attached to the Request as Exhibit "G" is a true and correct copy of excerpts from Leap's Form 10-Q for the period ending June 30, 2007, filed with the SEC on August 9, 2007.

9. Attached to the Request as Exhibit "H" is a true and correct copy of excerpts from Leap's Form 10-Q for the period ending March 31, 2007, filed with the SEC on May 10, 2007.

10. Attached to the Request as Exhibit "I" is a true and correct copy of excerpts from Leap's Form 10-Q/A for the period ending September 30, 2006, filed on December 5, 2006.

11. Attached to the Request as Exhibit "J" is a true and correct copy of excerpts from Leap's Form 10-Q for the period ending September 30, 2006, filed with the SEC on November 9, 2006.

12. Attached to the Request as Exhibit "K" is a true and correct copy of excerpts from Leap's Form 10-Q for the period ending June 30, 2006, filed with the SEC on August 8, 2006.

13. Attached to the Request as Exhibit "L" is a true and correct copy of excerpts from Leap's Form 8-K, filed with the SEC on August 7, 2007, including Leap's August 7, 2007 press release attached therein.

14. Attached to the Request as Exhibit "M" is a true and correct copy of excerpts from Leap's Form 8-K, filed with the SEC on May 8, 2007, including Leap's May 8, 2007 press release attached therein.

15. Attached to the Request as Exhibit "N" is a true and correct copy of excerpts from Leap's Form 8-K, filed with the SEC on February 27, 2007, including Leap's February 27, 2007 press release attached therein.

16. Attached to the Request as Exhibit "O" is a true and correct copy of excerpts from Leap's 8-K, filed with the SEC on November 7, 2006, including Leap's November 7, 2006 press release attached therein.

17. Attached to the Request as Exhibit "P" is a true and correct copy of excerpts from Leap's Form 8-K, filed with the SEC on August 3, 2006, including Leap's August 3, 2006 press release attached therein

18. Attached to the Request as Exhibit "Q" is a true and correct copy of excerpts from Auditing Standard No. 5, An Audit of Internal Control Over Financial Reporting That Is Integrated with An Audit of Financial Statements, published by the Public Company Accounting Oversight Board.

19. Attached to the Request as Exhibit "R" is a true and correct copy of excerpts from the Statement of Financial Accounting Standards ("SFAS"), No. 154, Accounting Changes and Error Corrections, published by the Financial Accounting Standards Board.

20. Attached to the Request as Exhibit "S" is a true and correct copy of excerpts from Leap's 2006 Annual Report to Shareholders, released on or about February 28, 2007.

I declare under penalty of perjury of the laws of the United States that the foregoing is true and correct. Executed this 28th day of August, 2008 in Los Angeles, California.

/s/ Wendy P. Harper
Wendy P. Harper